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July 14, 1994

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Honorable Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, DC 20423

RECORDATION NO. 12518-A FILED 1994
JUL 14 1994 - 10 05 AM
INTERSTATE COMMERCE COMMISSION

LICENSING BRANCH

JUL 14 10 00 AM '94

Dear Secretary Strickland:

I have enclosed the original and one certified copy of the document described below, to be recorded pursuant to 49 U.S.C. § 11303.

The document is an Instrument of Satisfaction, Release, and Bill of Sale, dated as of July 12, 1994, a secondary document. The primary document to which this is connected is recorded under Recordation No. 12518. We request that this document be recorded under Recordation No. 12518-A.

The name and address of the party to the Instrument of Satisfaction, Release, and Bill of Sale is:

Lender:

Mellon Bank, N. A.
Mellon Bank Center
Pittsburgh, PA 15259-0001

A description of the equipment covered by the Instrument of Satisfaction, Release, and Bill of Sale consists of 680 52'6" 100-ton gondola cars numbered EJE 87300-87979, inclusive.

counterparts
Gennette
H. L. Strickland

BALL, JANIK & NOVACK

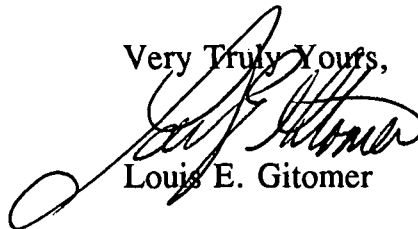
Honorable Sidney L. Strickland, Jr.
July 14, 1994
Page 2

A fee of \$18.00 is enclosed. Please return the original to:

Louis E. Gitomer
Ball, Janik & Novack
Suite 1035
1101 Pennsylvania Avenue, N.W.
Washington, DC 20004

A short summary of the document to appear in the index follows: an Instrument of Satisfaction, Release, and Bill of Sale by Mellon Bank, N. A., Mellon Bank Center, Pittsburgh, PA 15259-0001, covering 680 52'6" 100-ton gondola cars numbered EJE 87300-87979, inclusive.

Very Truly Yours,

A handwritten signature in black ink, appearing to read "Louis E. Gitomer", is written over the typed name. The signature is fluid and cursive, with a large loop at the end.

Louis E. Gitomer

Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

JULY 14, 1994

LOUIS E. GITOMER
BALL, JANIK & NOVACK
1101 PENNSYLVANIA AVENUE, NW
SUITE 1035
WASHINGTON DC 20004

Dear MR. GITOMER:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/14/94 at 10:05AM, and assigned recordation number(s). 12518-A

Sincerely yours,

Sidney L. Strickland, Jr.
Secretary

Enclosure(s)

\$ 18.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one stamped on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature





RECORDATION NO. 12518-A FILED 1425

JUL 14 1994 - 10 05 AM

INTERSTATE COMMERCE COMMISSION

Mellon Bank

Mellon Bank, N.A.
Mellon Bank Center
Pittsburgh, PA 15259-0001

INSTRUMENT OF SATISFACTION, RELEASE, AND BILL OF SALE (the "INSTRUMENT"), dated as of July 12, 1994, by Mellon Bank, N.A. ("Mellon Bank").

WITNESSETH

WHEREAS, by an Equipment Trust Agreement ("ETA"), dated as of November 1, 1980, between Mellon Bank, and Elgin, Joliet and Eastern Railway Company ("EJ&E"), EJ&E sold, transferred, and delivered to Mellon Bank 680 52'6" 100-ton gondola cars numbered EJE 87300-87979, inclusive (the "Equipment");

WHEREAS, the ETA was filed and recorded at the Interstate Commerce Commission on December 3, 1980, in Recordation No. 12518;

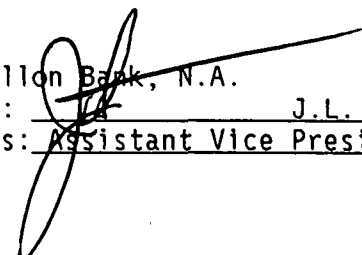
WHEREAS, Mellon Bank desires to execute this Instrument to evidence for the public record the satisfaction and release of all of its rights and obligations under the ETA and to transfer title to EJ&E with respect to the Equipment.

NOW, THEREFORE, in consideration of the premises:

Mellon Bank does hereby acknowledge and confirm for the public record the satisfaction and release of all of its rights and obligations arising under the ETA with respect to the Equipment. Mellon Bank does hereby acknowledge and agrees that all of the monetary obligations of EJ&E under the ETA have been fully discharged and satisfied and Mellon Bank does hereby release its security interest in all of the Equipment and ETA with regard to the Equipment. Mellon Bank sells, transfers, and delivers to EJ&E the Equipment.

IN WITNESS WHEREOF, the Mellon Bank has executed or caused this Instrument to be executed as of the date first above written.

Mellon Bank, N.A.

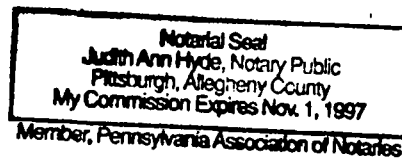
By:  J.L. Hamm
Its: Assistant Vice President

P1025/170

STATE OF PENNSYLVANIA)
) ss.:
COUNTY OF ALLEGHENY)

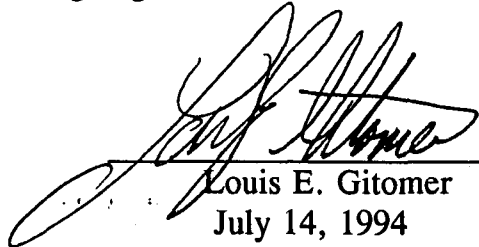
On the 13th day of July, 1994, before me personally appeared J. L. Hamm, to me known, who, being by me duly sworn, did depose that he is the Assistant Vice President of Mellon Bank, N. A., the corporation described in and which executed the foregoing instrument; that he signed his name therto by like order.

Judith A. Hyde
Notary Public



CERTIFICATION

I, LOUIS E. GITOMER, have compared this copy to the Instrument of Satisfaction, Release, and Bill of Sale, dated as of July 12, 1994, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.



Louis E. Gitomer
July 14, 1994